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Attorneys for Plaintiffs World Wrestling Entertainment, Inc.,
WCW, Inc. and WWE Libraries, Inc.

UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK

-----X	
WORLD WRESTLING	:
ENTERTAINMENT, INC., a Delaware	:
corporation, WCW, INC., a Delaware	:
corporation, WWE LIBRARIES, INC., a	:
Delaware corporation,	:
	:
Plaintiffs,	:
	:
-against-	:
	:
MARVEL CHARACTERS,	:
INC., a Delaware corporation,	:
	:
Defendant.	:
-----X	

Case No.: 04-CV-05510

Judge Marrero

**PLAINTIFF WORLD
WRESTLING
ENTERTAINMENT INC.'S
REPLY TO DEFENDANT'S
COUNTERCLAIM**

Plaintiff World Wrestling Entertainment Inc. ("WWE"), by and through
its undersigned counsel, replies to Defendant Marvel Characters, Inc.'s ("Defendant")
Counterclaim as follows:

81. WWE is without knowledge or information sufficient to form a
belief as to the truth of the allegations.

82. The allegations concern a document that speaks for itself and, therefore, no further response is required. To the extent a response is deemed necessary, the allegations are denied, except WWE admits that in or around March 1985, it entered into a contract with Marvel Comics Group, a division of Cadence Industries Corp.

83. WWE is without knowledge or information sufficient to form a belief as to the truth of the allegations.

84. WWE is without knowledge or information sufficient to form a belief as to the truth of the allegations.

85. The allegations concern a document that speaks for itself and, therefore, no further response is required. To the extent a response is deemed necessary, the allegations are denied.

86. Denied.

87. Denied.

86. Denied.

WHEREFORE, WWE respectfully requests that Defendant's Counterclaim be denied.

FIRST AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part because it fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by payment.

THIRD AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by estoppel.

FOURTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by waiver.

FIFTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by laches.

SIXTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by acquiescence.

SEVENTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by accord and satisfaction.

EIGHTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by Defendant's unclean hands.

NINTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part by release.

TENTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part because Defendant is not a successor-in-interest to the contract between WWE and Marvel Comics Group, a division of Cadence Industries Corp.

ELEVENTH AFFIRMATIVE DEFENSE

The Counterclaim is barred in whole or in part because the claim was discharged in bankruptcy.

JURY TRIAL DEMANDED.

Dated: September 29, 2004

Respectfully submitted,

Eugene Licker (EL 0334)
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Attorneys for Plaintiffs, World Wrestling
Entertainment, Inc., WCW, Inc. and WWE
Libraries, Inc.

CERTIFICATE OF SERVICE

I certify that the foregoing Plaintiff World Wrestling Entertainment Inc.'s
Reply To Defendant's Counterclaim was served this _____ day of September 2004, by
U.S. first class mail, postage prepaid, upon the following counsel of record for Defendant
Marvel Characters, Inc.:

David Fleischer, Esquire
PAUL, HASTINGS, JANOFSKY & WALKER LLP
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